

ULTIMATE

SPIDER-MAN®

ISSUE  
38

FATHER'S PRIDE



BENDIS  
BAGLEY  
THIBERT

MARVEL®

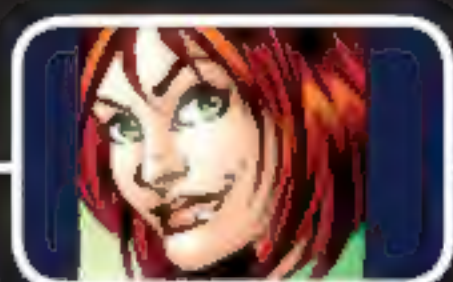




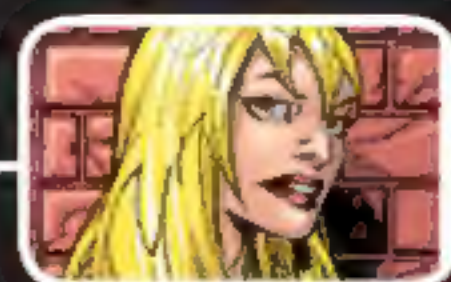
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

# STILL

The bite of a genetically altered Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, Gwen Stacy-- the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Eddie explains to Peter that their fathers were working on a secret medical project called 'the suit' that would cure cancer for good- but they didn't finish it before they died in a mysterious plane crash ten years ago.

What Eddie has is the only remaining specimen of their work: a frozen mixture of the suit in progress. Peter is so wound up about the discovery that he sneaks into the lab as Spider-Man to take a sample of the suit to experiment and work on. But while he transfers the viscous black liquid a drop falls on his hand and transforms his entire body into the black suit.

At first the miraculous suit changes Peter into a black clad Spider-Man with all kinds of new organic powers. Peter enjoys the new powers and freedom with an amazing day of Spider-Man heroics, but things go horribly wrong when Peter loses control of himself almost killing a burglar.

Peter barely escapes the suit's control in an electrical storm. He ends up defeated mentally and physically, laying at his father's grave.

Peter goes back to the lab to steal the Venom mixture and destroy it, but Eddie catches him in the act. A desperate Peter Parker confesses everything to a shocked and angry Eddie. Peter destroys Venom-- Eddie has no choice but to let him. But Peter doesn't know there is a second mixture. Eddie waits til Peter leaves and touches it in a hope to reproduce the effects.

Eddie shows up at Peter's school, totally overtaken by the intensity of the Venom creation.

# S t a n d e e p r e s e n t s : ULTIMATE SPIDER-MAN

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The first recorded mention of cancer came around 1600 B.C.

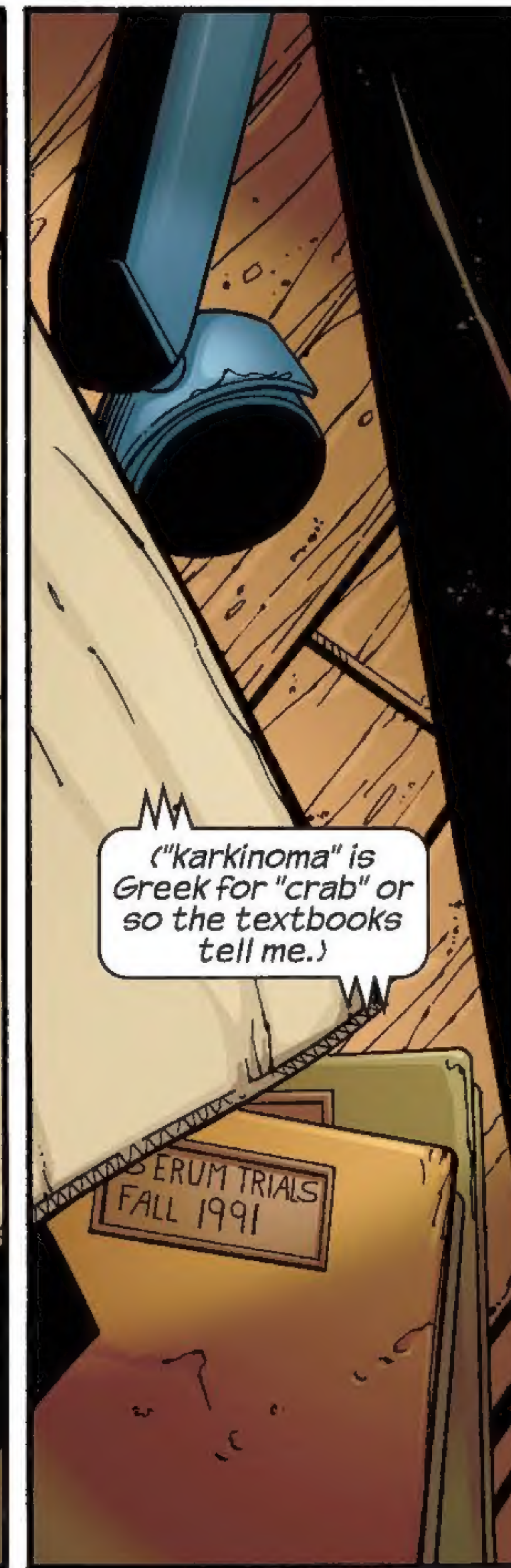
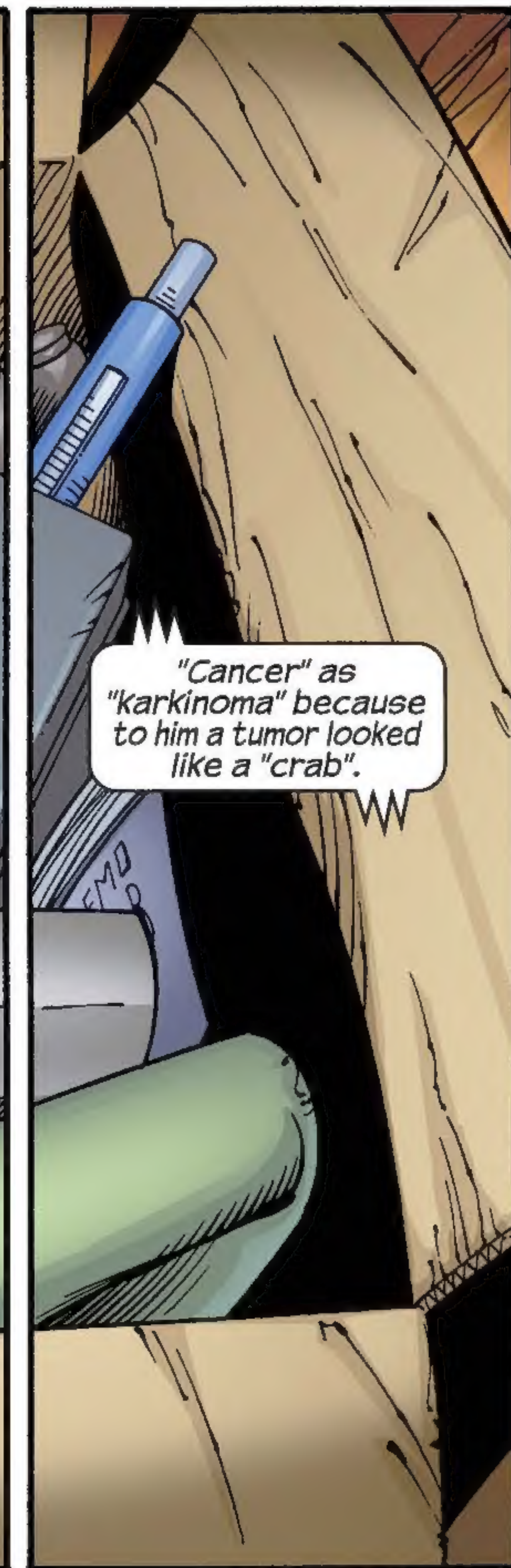
Egypt.

A lot of people don't know that.

They think cancer came along with cigarettes and food preservatives.

They think we brought cancer on ourselves as a plague... a plague of modern society.

But it's always been there... since man first figured out how to poke and prod itself-- it's been there.



And slowly but surely we got a better understanding of human anatomy.

Then better technology...

Better microscopes...

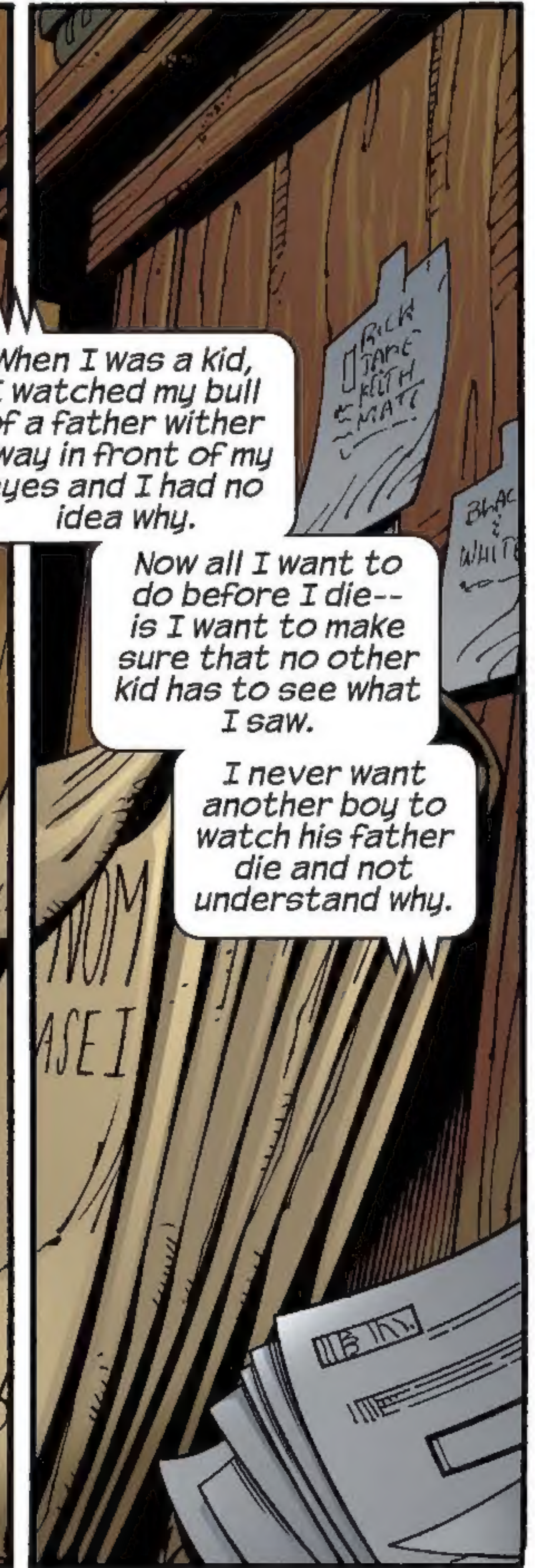
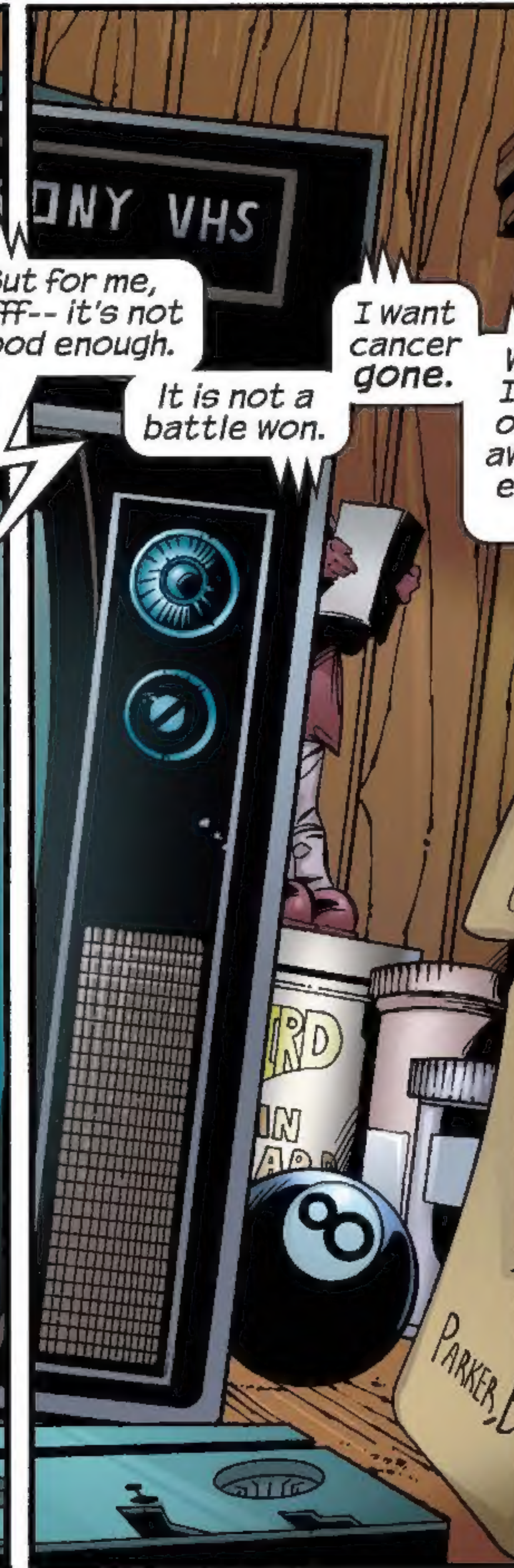
Then comes a better understanding of cell culture...



And boom! Oncology is science.

And when I was a kid, you got cancer-- you died.

Now you have a fighting chance.



Now all I want to do before I die-- is I want to make sure that no other kid has to see what I saw.

I never want another boy to watch his father die and not understand why.





With our invention-- the suit--  
we were treading ground no  
one had even come near before.

Not Reed Richards.  
Not Tony Stark. Not  
William Marsden. Not  
Alexander Hadow.

And it blew up  
in our face.

Even before we  
drowned ourselves  
in the corporate  
cesspool of lawyers  
and weasels.

It failed.

I failed.

"The suit" was  
our shot, kiddo.

We thought we  
had it. We thought  
we cured it. On  
paper-- it was there.

We were thinking  
so outside the box,  
Eddie's father and I.

And it  
felt... good.

It didn't feel like  
we were failing,  
it felt right.

And I think by  
the time you'll  
watch this tape--  
you'll know what  
I'm talking about  
when I say it  
felt right.

Sometimes--  
even while you're  
in the act of trying  
something, you  
know deep down  
you're going to fail.

But you go  
ahead anyhow.

Eddie...

...please tell  
me you didn't do  
this to yourself  
on purpose.





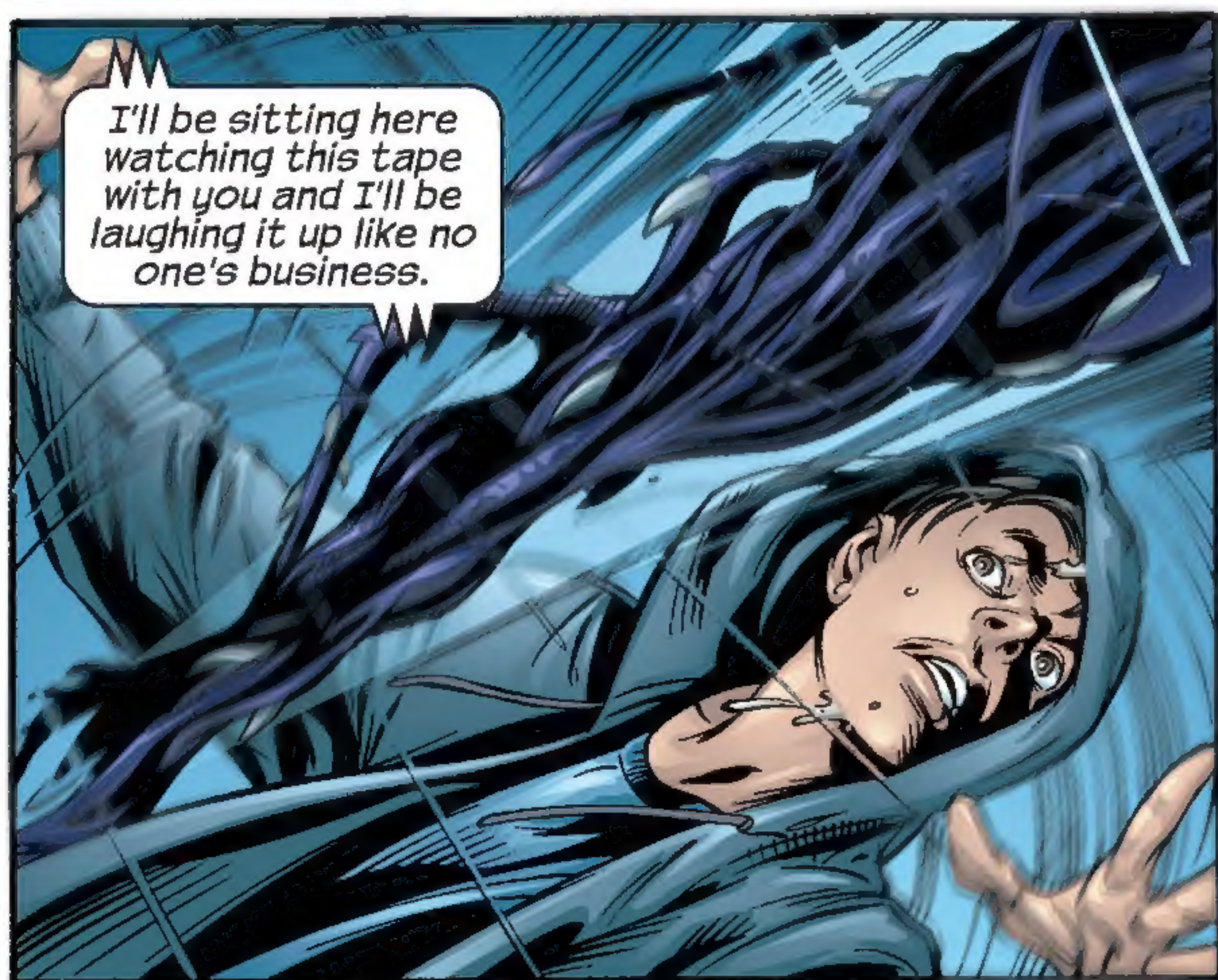


But that wasn't this.

This felt right.



I don't know-- talk to me in ten years-- maybe something good has come out of it and I'll have a different perspective.



I'll be sitting here watching this tape with you and I'll be laughing it up like no one's business.



But right now, today, it stings.



Today I am sure that somewhere up in Greco/ Roman heaven, the great doctors Hippocrates and Galen are looking down at me and laughing their superstitious faces off.



Listen to me, Eddie, you're smarter than this.

This isn't you, it's the suit.

I've been behind it, I know what it's doing to you.

Let me help you before you do something you're going to regret.





OUR FATHERS  
DIED TO CREATE  
ME-- AND NOW YOU  
WILL TOO!!



Yeah...

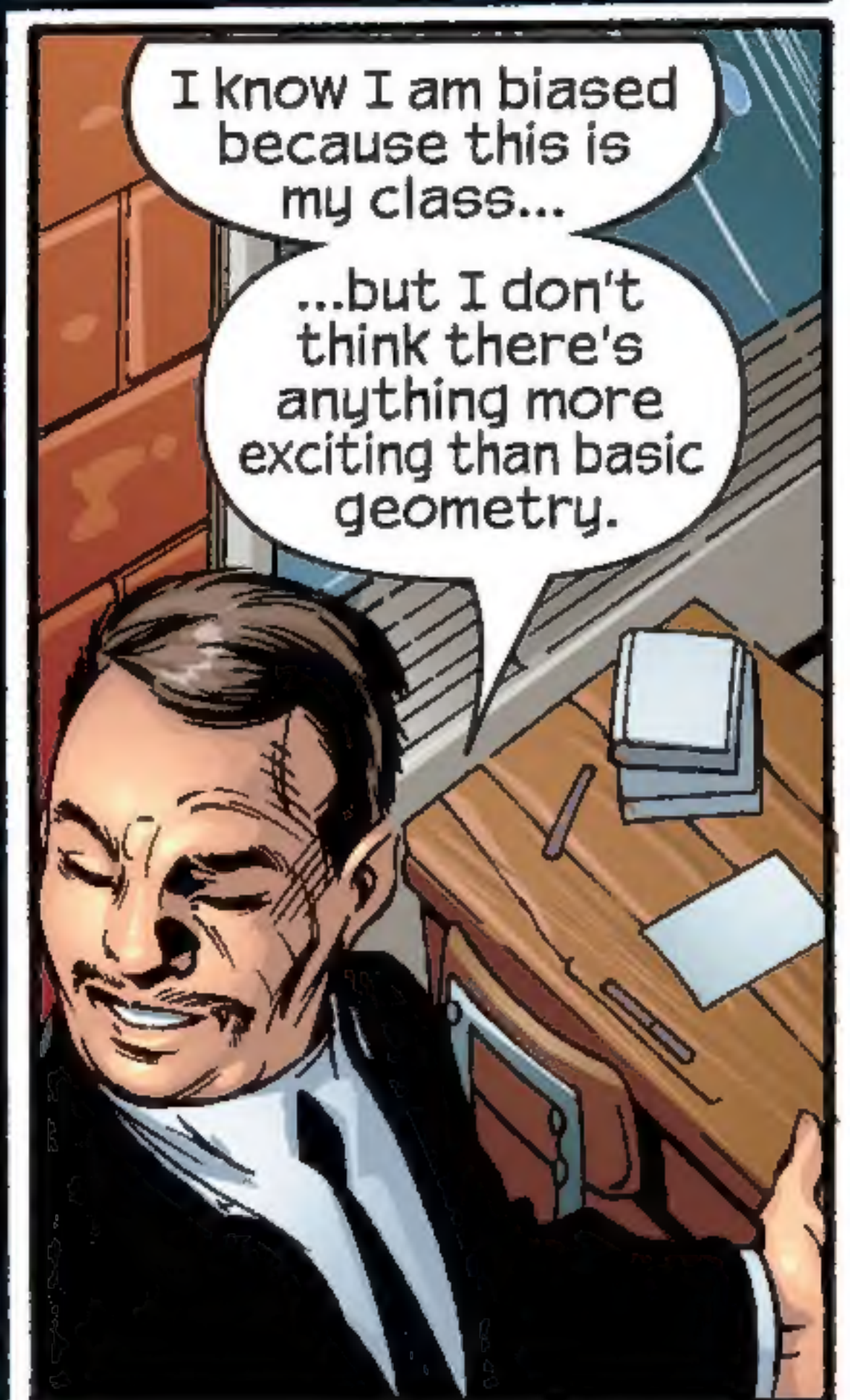
...you  
said that  
already.



NOW YOU  
WILL!!!



Eddie, stop  
it or you'll--  
**AARRGHH!!**



I know I am biased  
because this is  
my class...

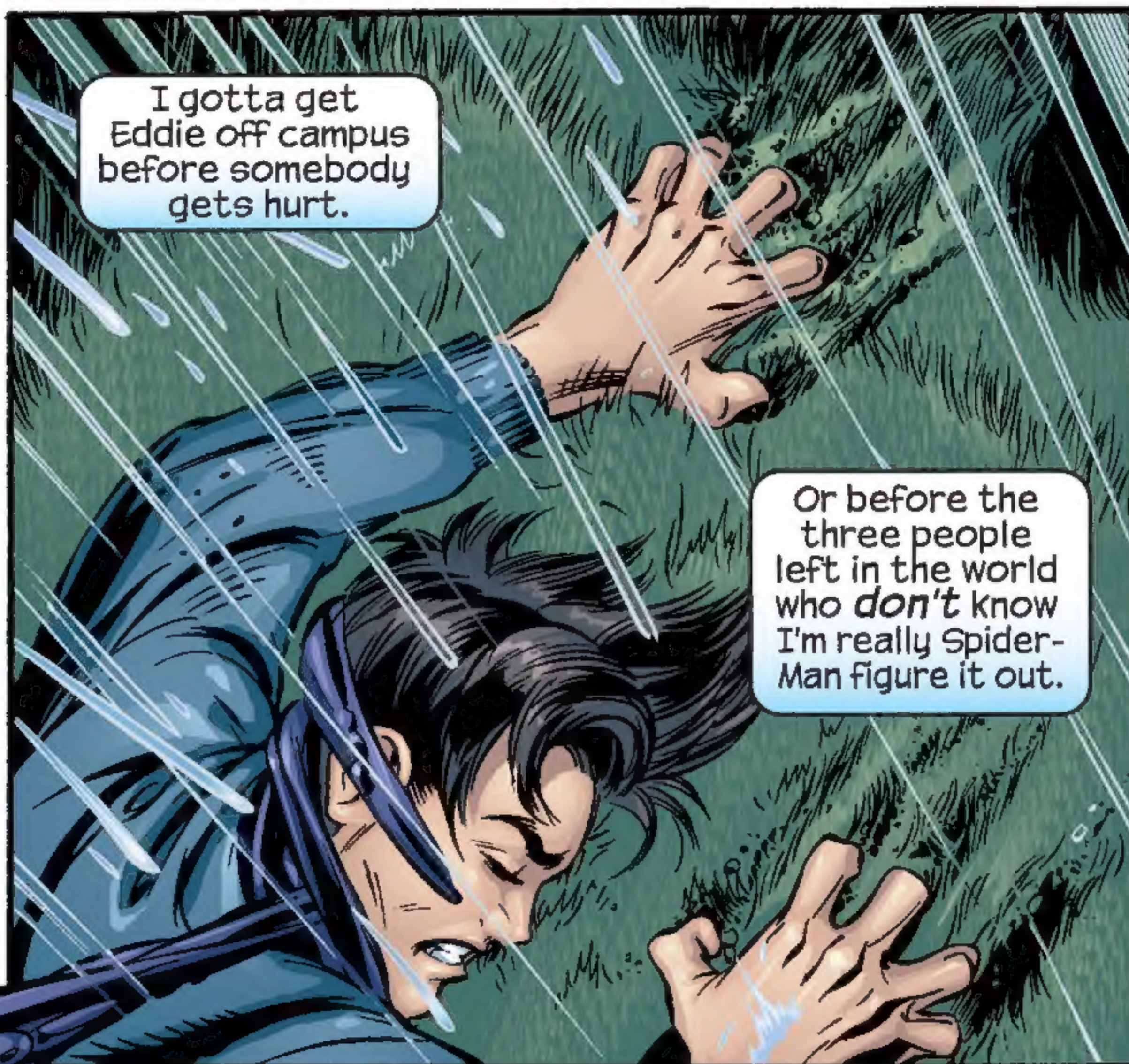
...but I don't  
think there's  
anything more  
exciting than basic  
geometry.





I gotta get outta here with this.

Now I'm fighting super-villains on school grounds? In my civilian clothes? Without my web shooters?



I gotta get Eddie off campus before somebody gets hurt.

Or before the three people left in the world who *don't* know I'm really Spider-Man figure it out.



Why did Eddie--  
**AAGGHHH!**

**AARRGHH!!**



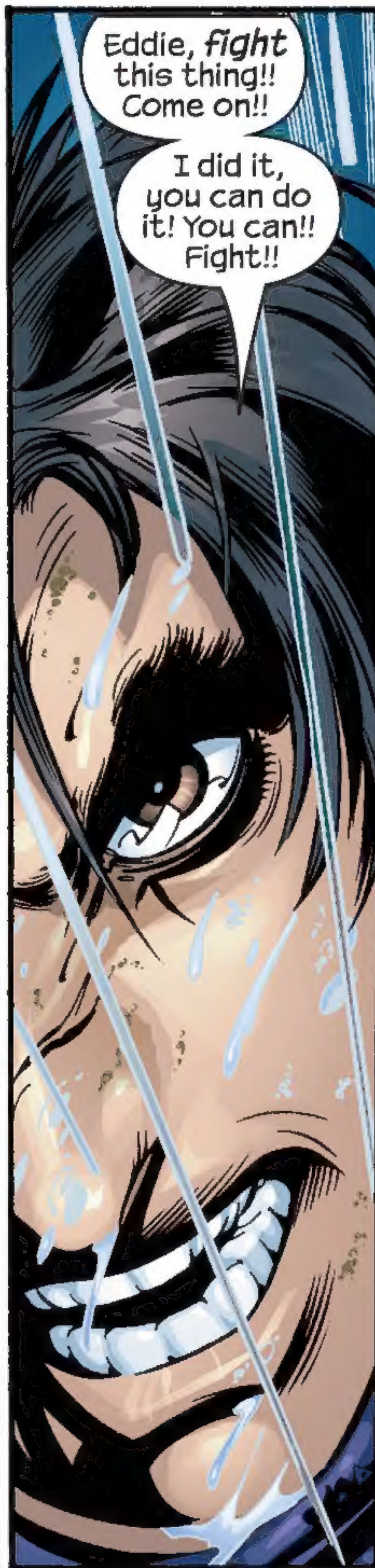
Eddie, snap out of it!! Come on! You're in there!

Snap out of it!! **Fight** it!!

I don't want to slap you one.



Eddie, you don't know how strong I am. Seriously.



Eddie, **fight** this thing!! Come on!!

I did it, you can do it! You can!! **Fight!!**



WWHHYYYY??!!

**NYAAARRGHH!!**





Oh man, he's going to *die* in that thing. It's *eating* him.

I escaped by the skin of my teeth and I have big-time spider powers.

Eddie's just a guy-- and he isn't even in that great a'shape.

This suit's just tearing him up from the inside.



AAFFGGG!!

How do I get him out of there??

I still can't tell if he *wants* out.

Eddie, let me help.



Just give me a sign that you can hear--?

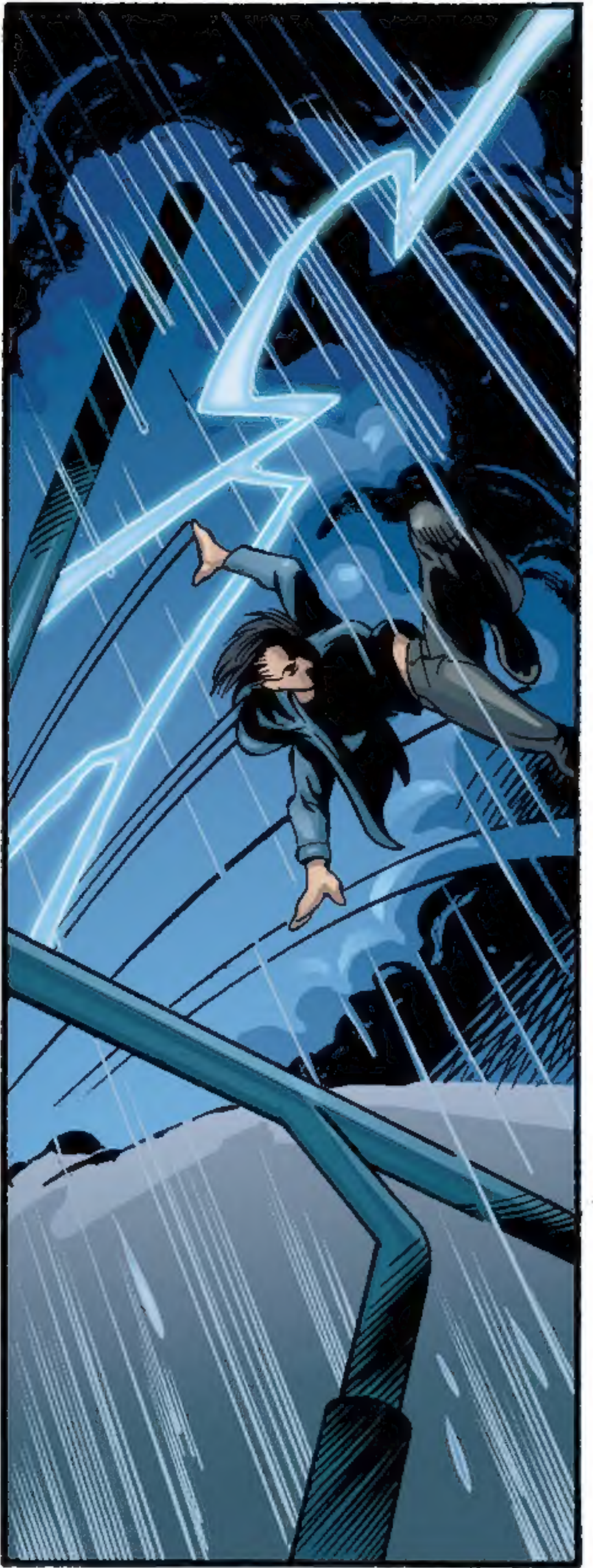


OW.

Ffttt...











God, look at him. Look at that.

Eddie isn't in control of that.

It's just imitating anything I do.

What? Does it have a biological memory? Or is it just feeding off Eddie's brain?

Or both?

Or what?



How could he do that to himself?

Did he do that to himself on purpose?

He's kinda acting like he did.



Uch-- How many friends do I have to lose in this super hero crap?

Harry, MJ, now this.

And he's so angry at me. He's so *angry* at me that he would *kill* me?

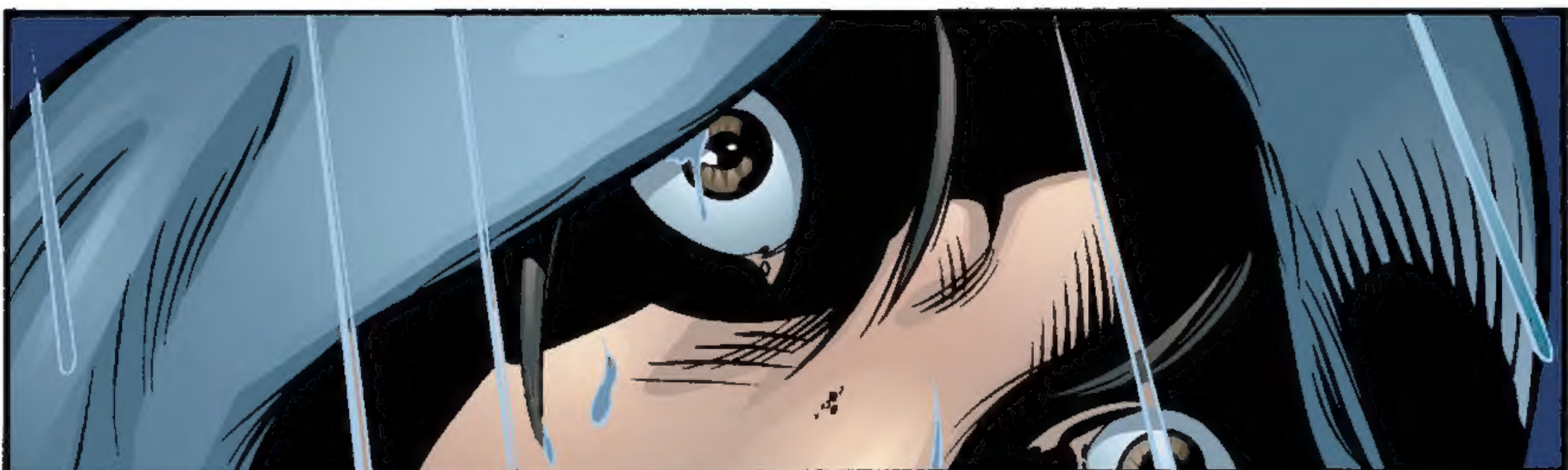
Is he really *like* that? Or is it the suit?



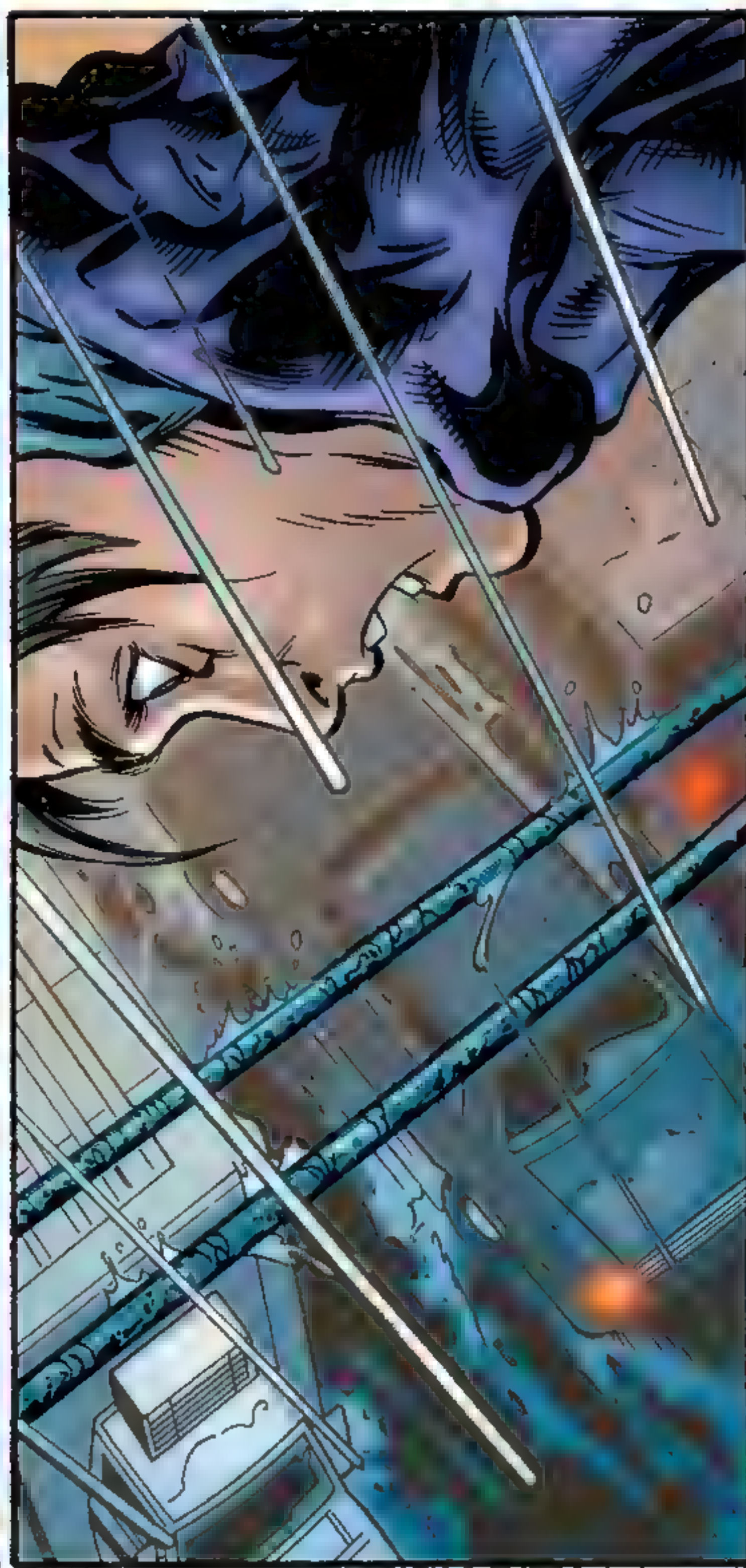
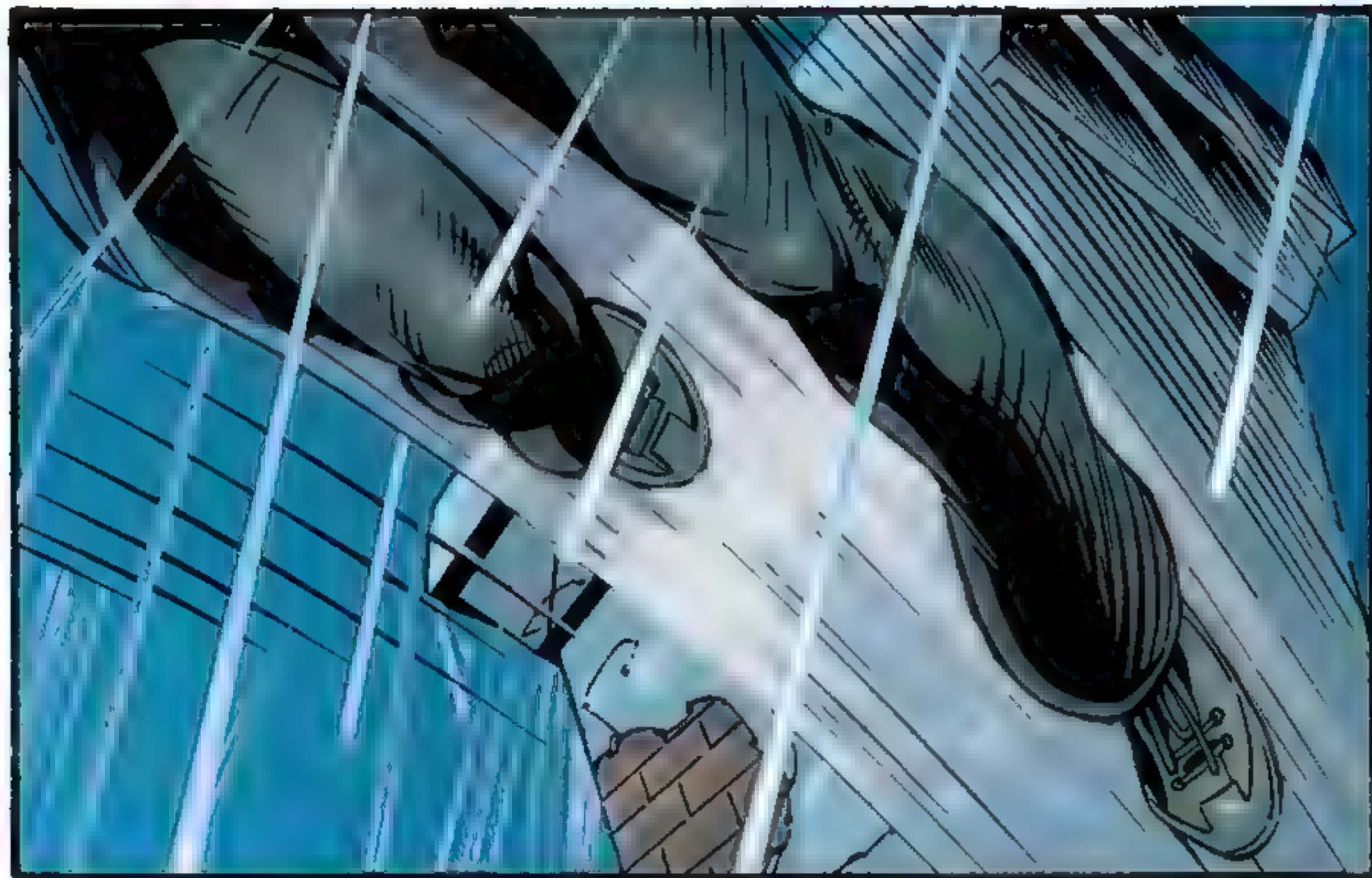
Did the suit just totally drive him insane? Is that the deal?



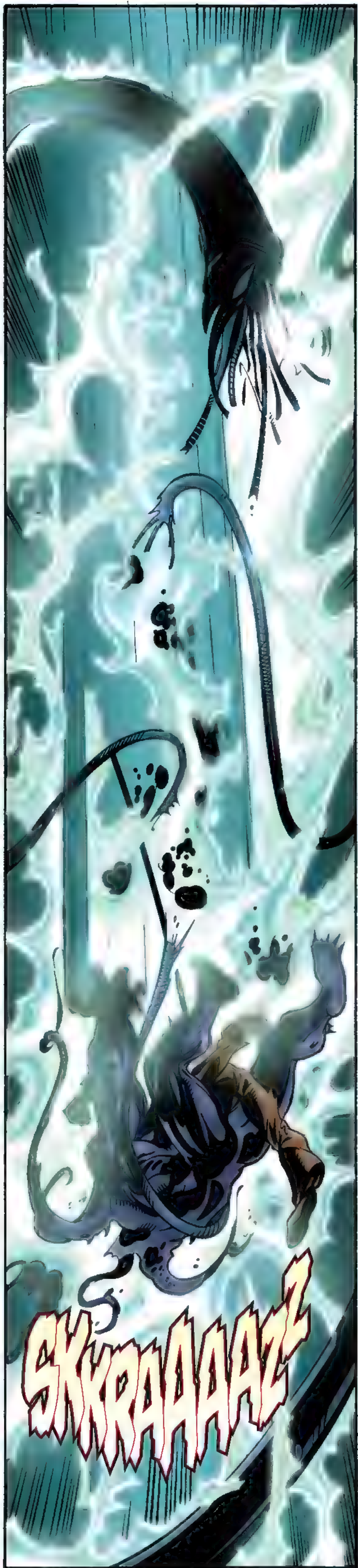
Oh man, here we go.



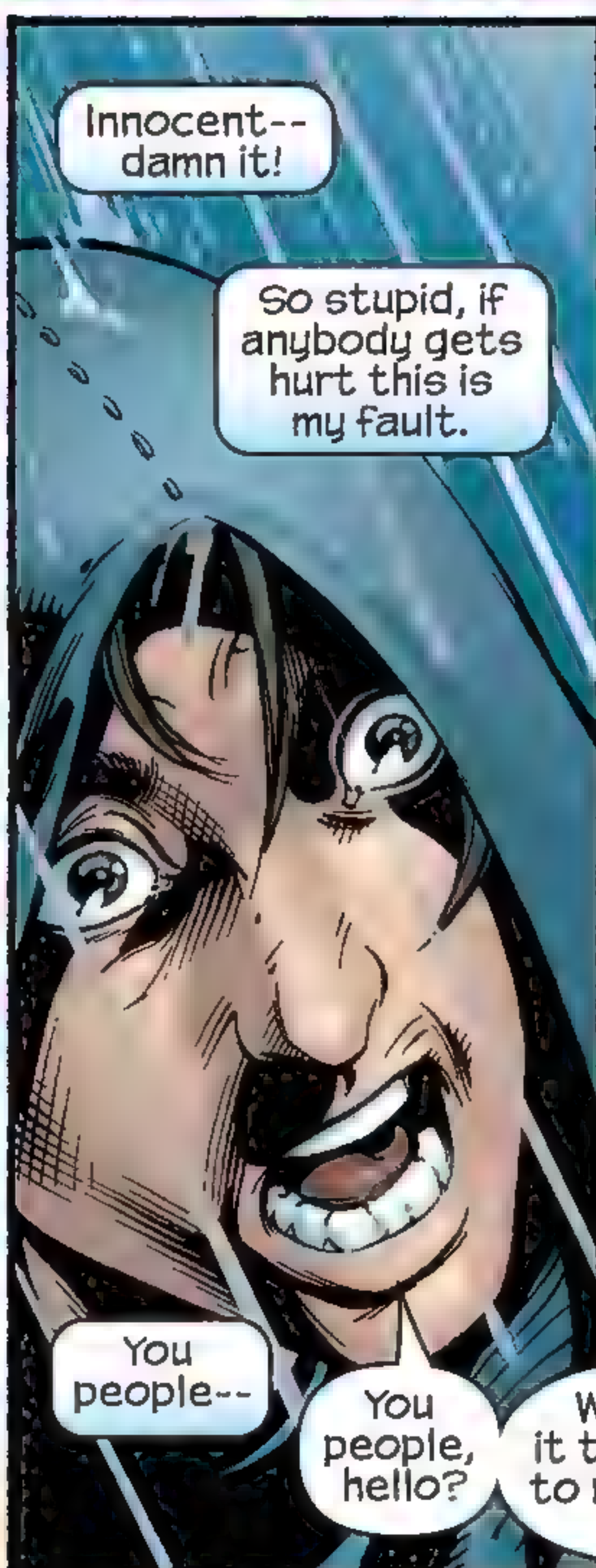




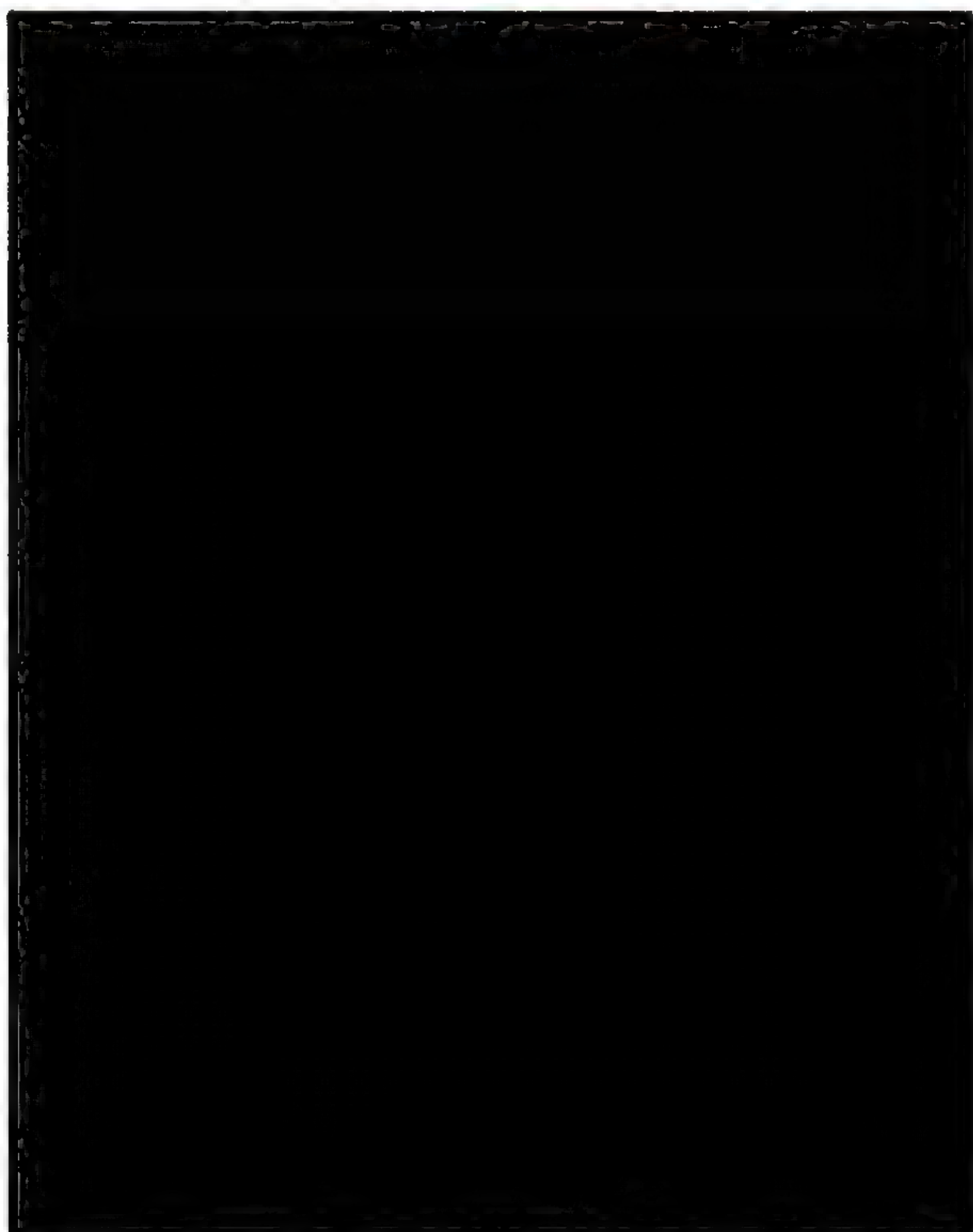
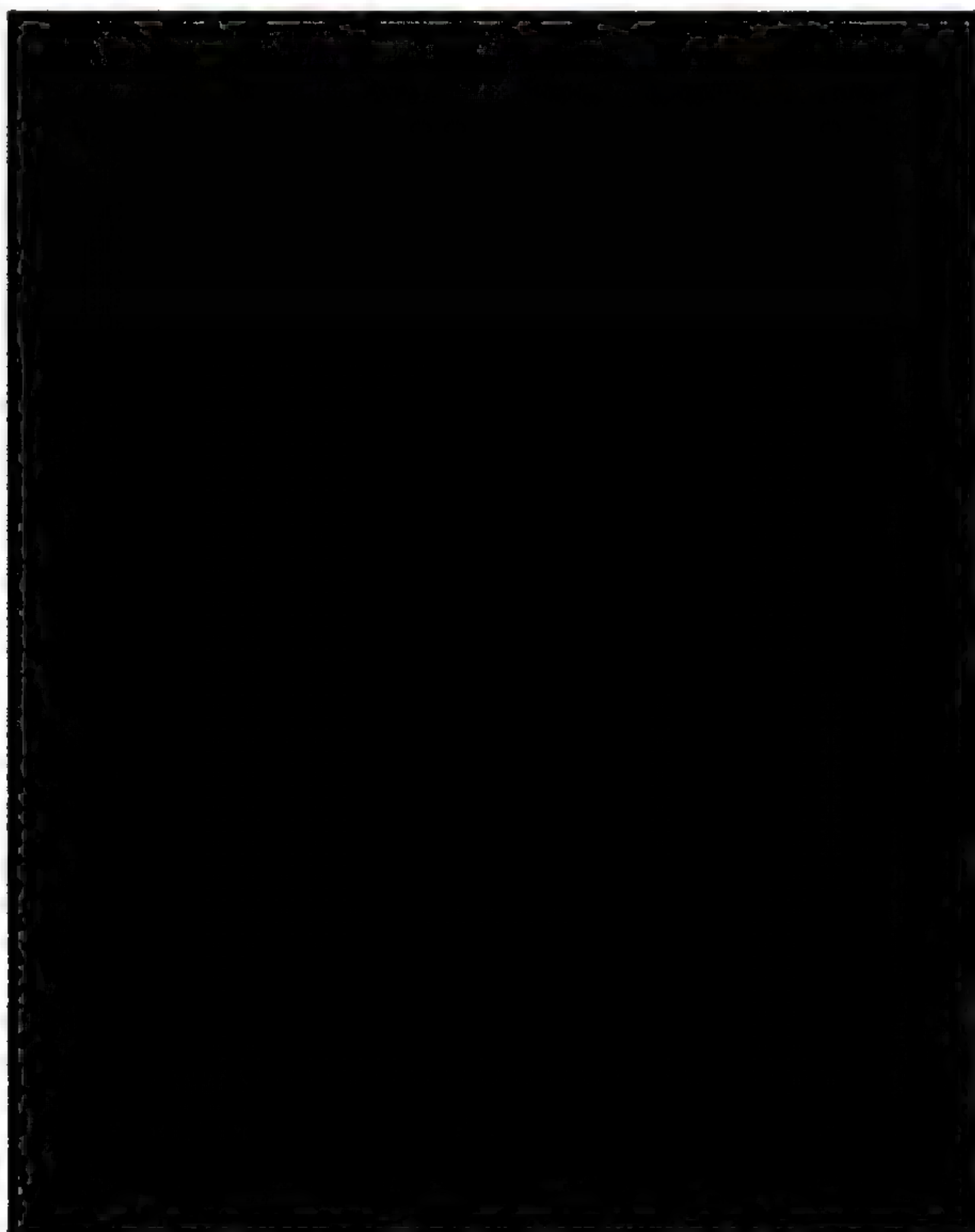
















Ggkkt--  
Eddie?

Ppftt...

HOW DOES  
IT FEEL NOW?



LOOK AT  
YOU NOW!  
LOOK AT YOU  
NOW!!

Ikkk... I  
don't--

A THIEF  
AND A LIAR!

YOU KNEW,  
PARKER!!

YOU KNEW  
MY FATHER HAD  
CREATED-- MY  
FATHER WAS A  
GENIUS!!

No!!  
Killing  
me--

I HAVE  
TO!!

IT NEEDS  
YOU-- IT NEEDS  
YOU TO SURVIVE.  
IT NEEDS YOU MORE  
THAN ME!!

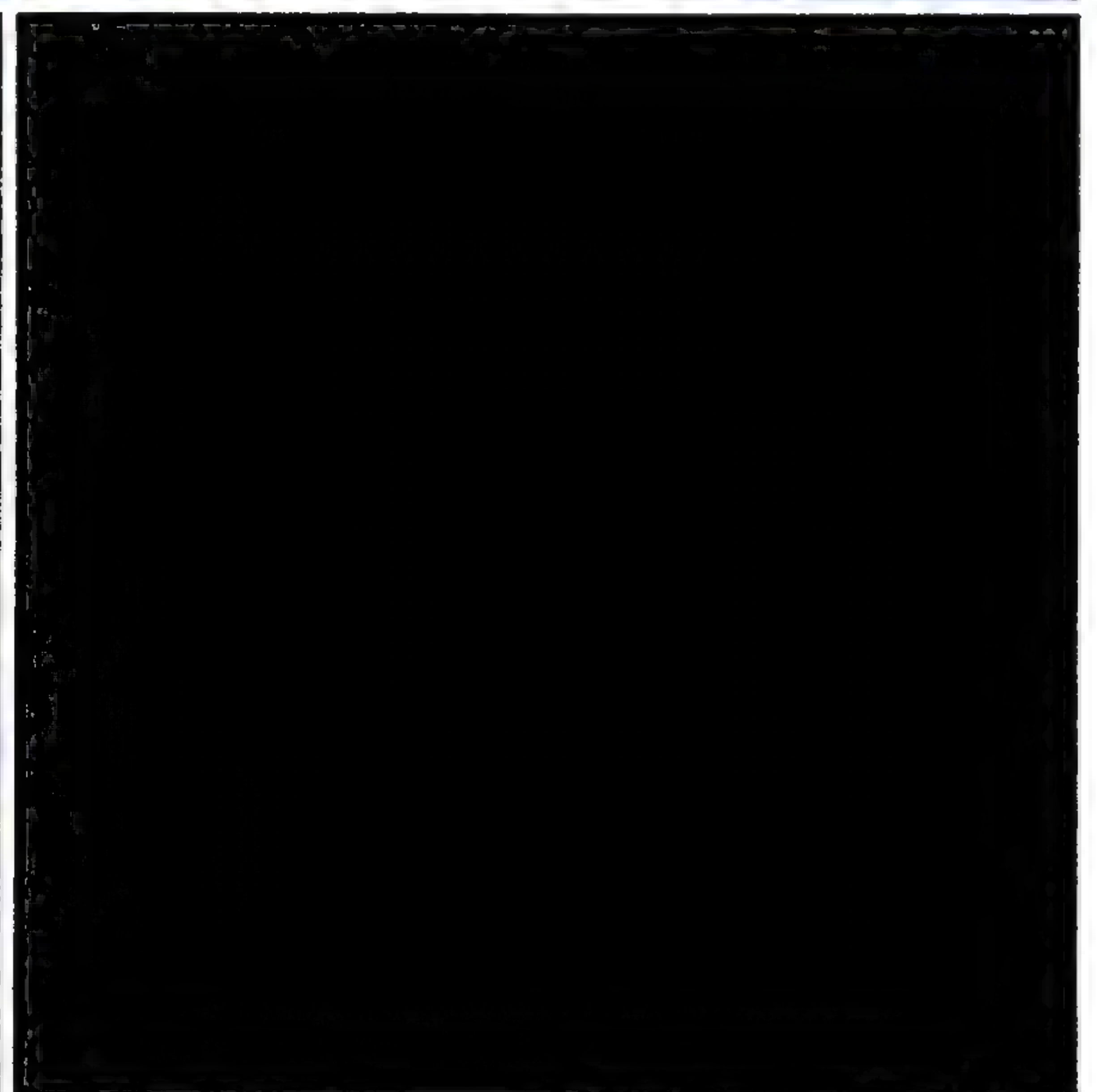
I CAN'T  
DO IT ALONE.



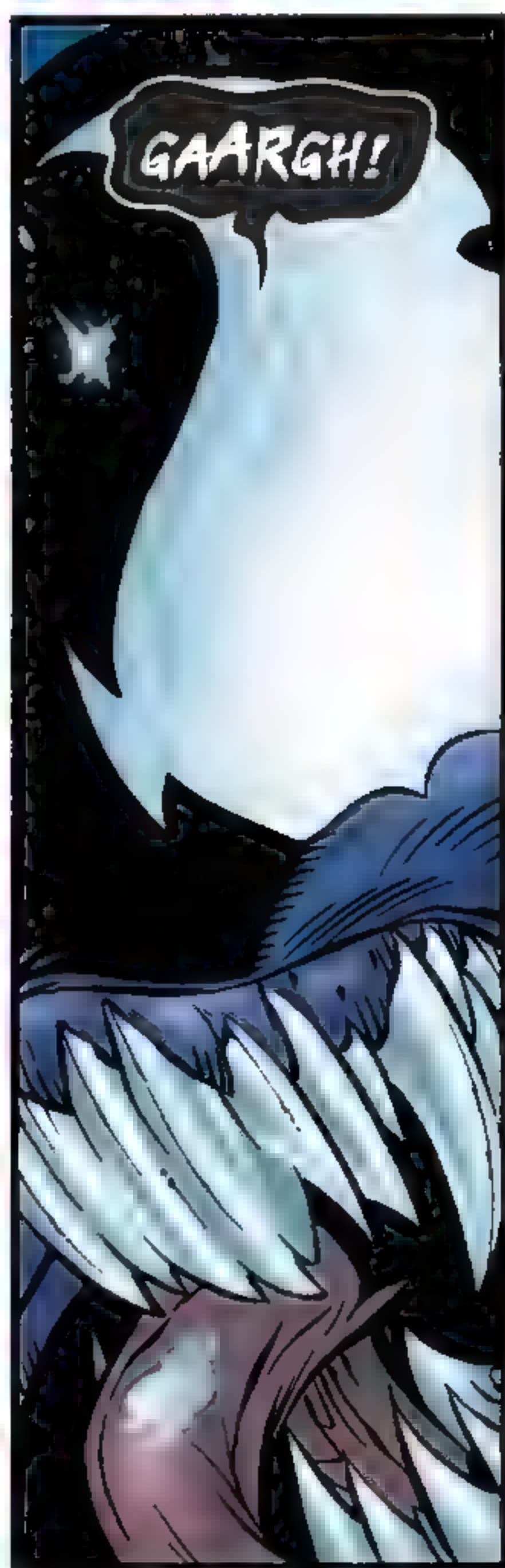
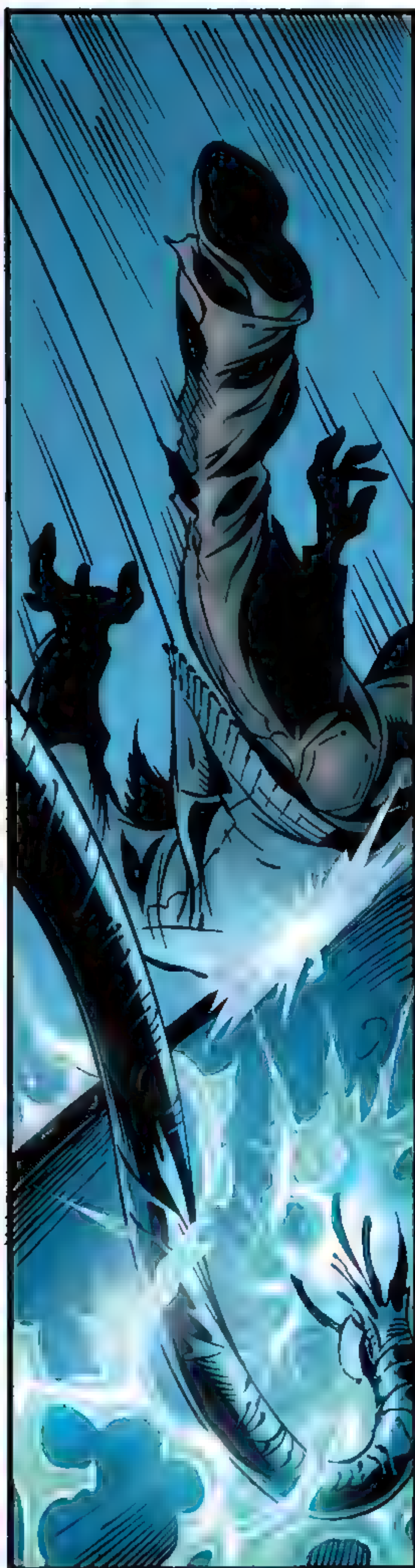
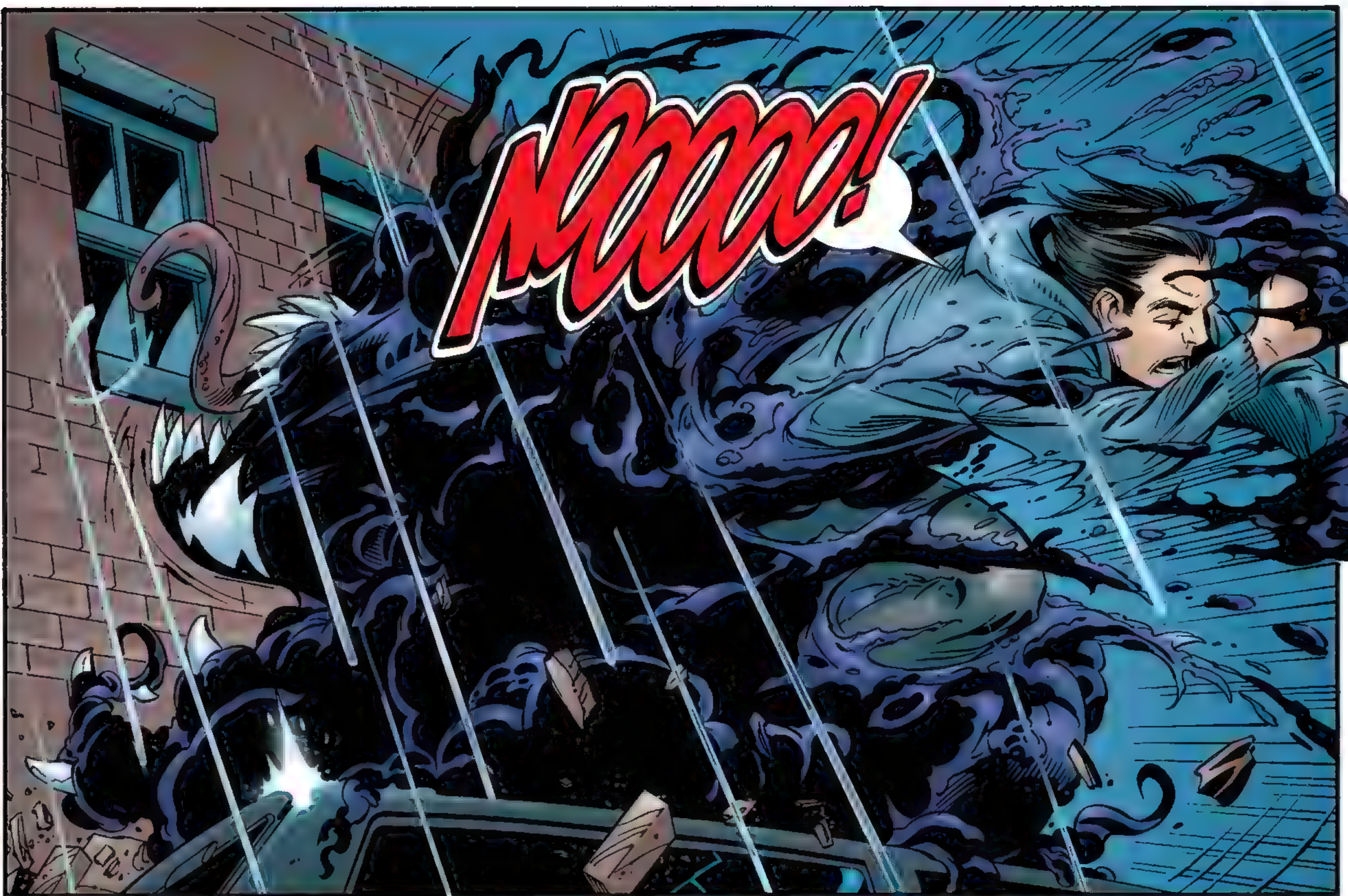
IT NEEDS  
YOU...

AAGGHH!!  
No!

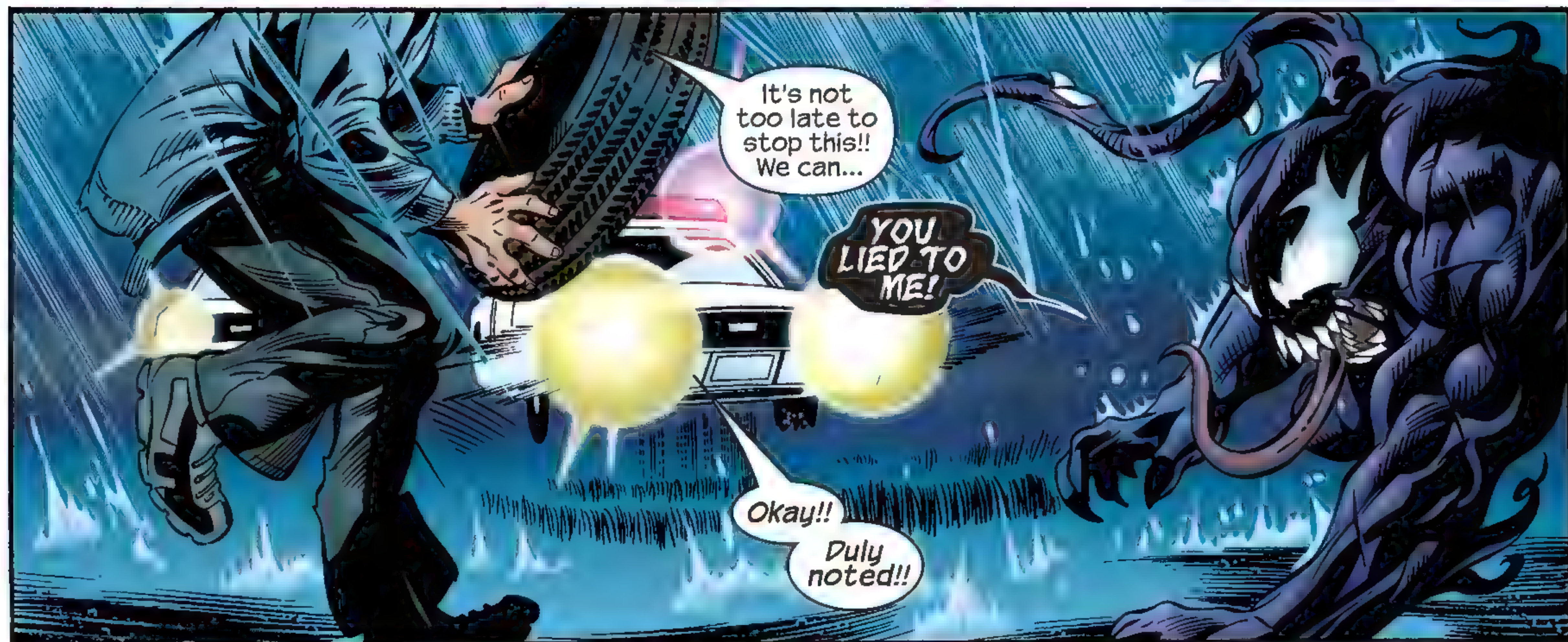
THIS IS  
ALL YOUR  
FAULT.



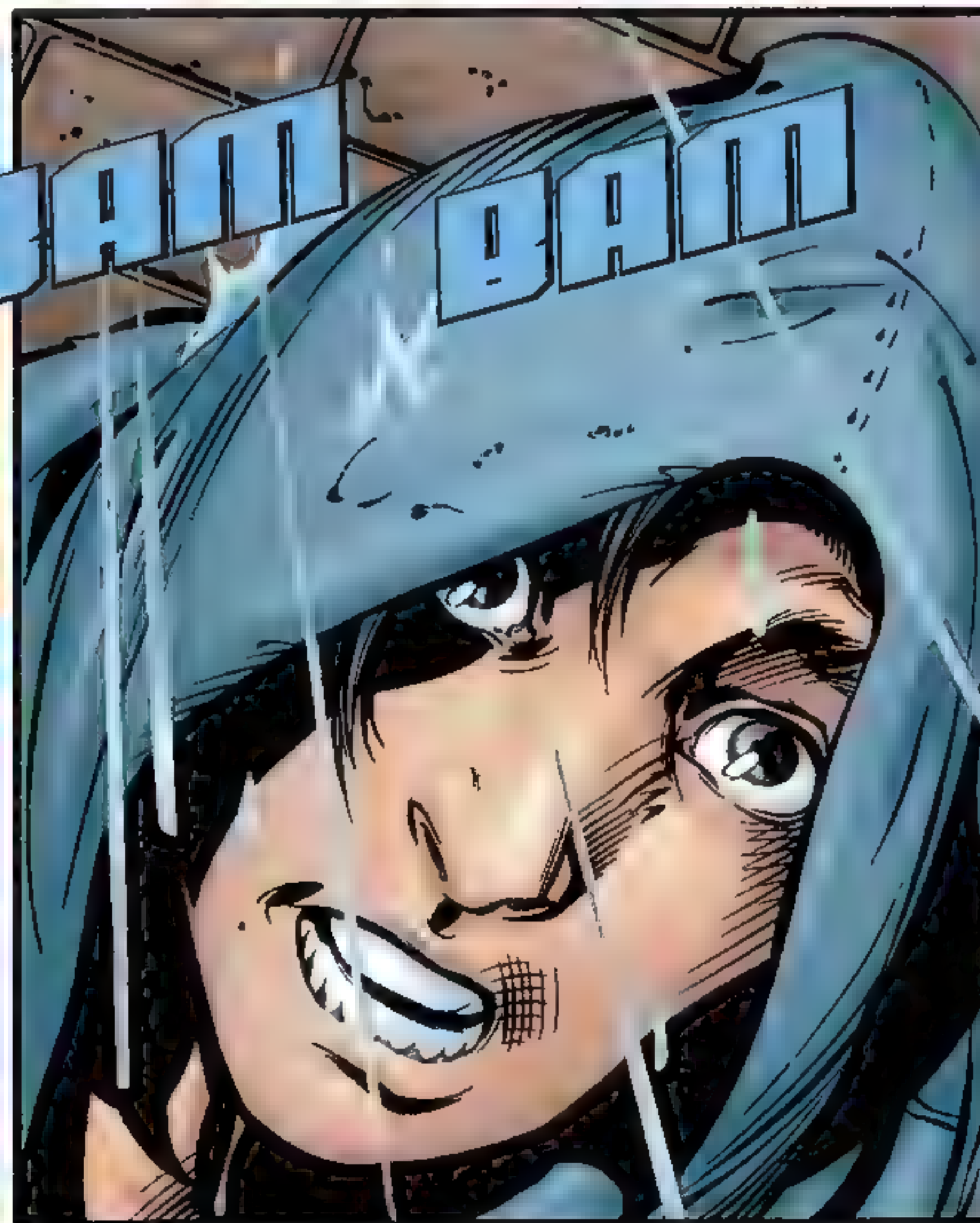
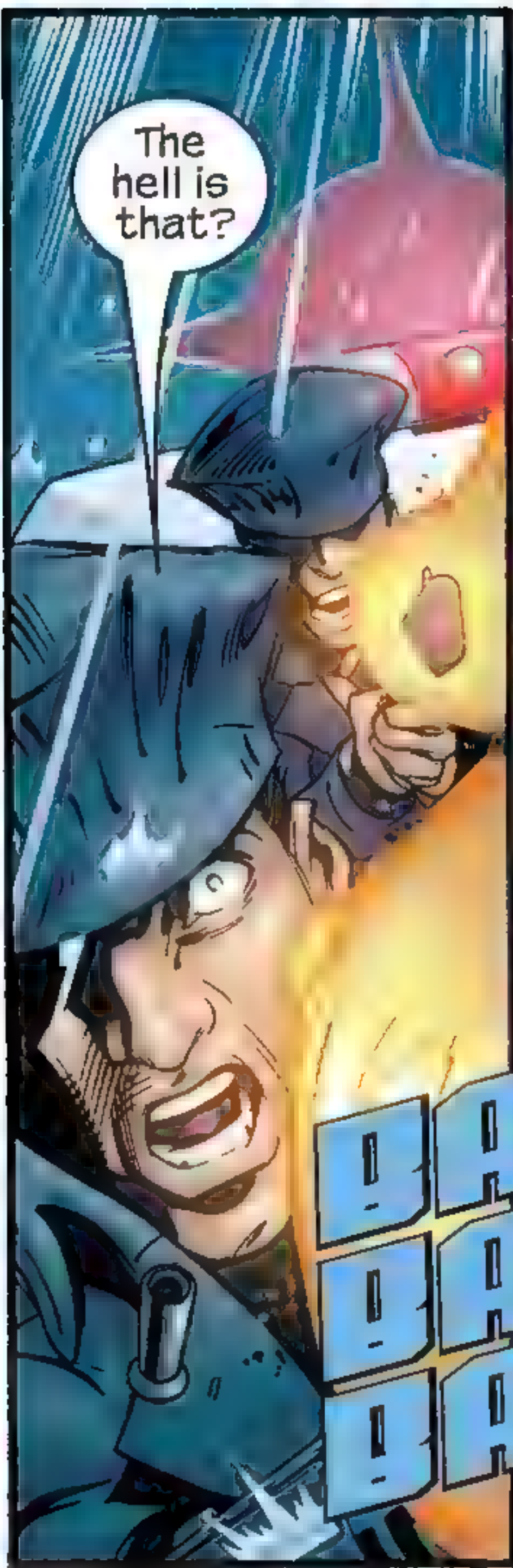




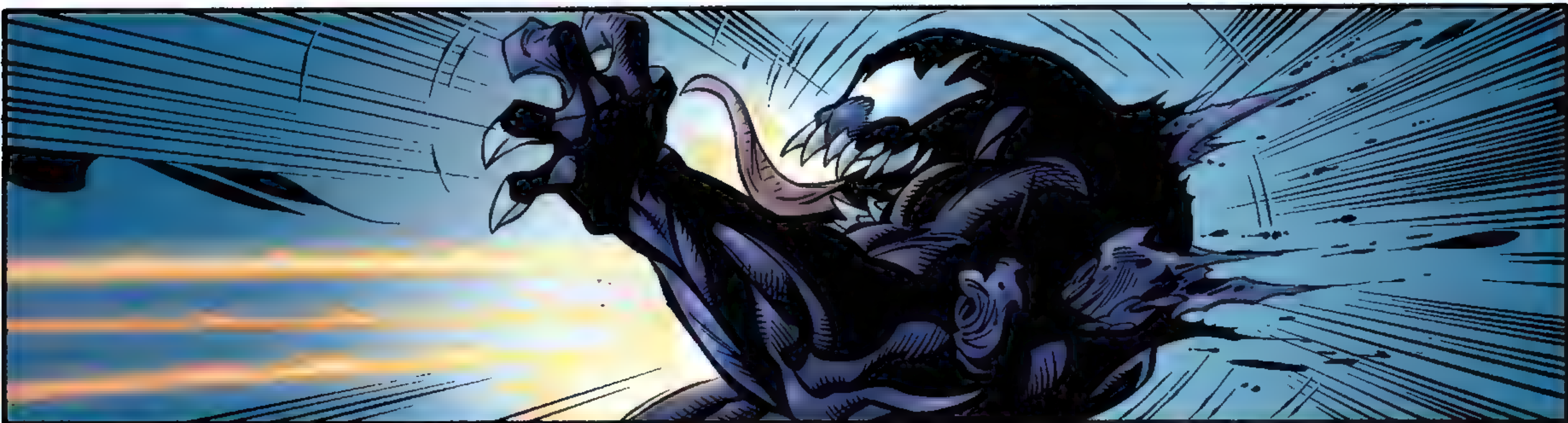












Oh,  
Peter...



I have all these  
things in my head,  
things I want to  
say-- things I think  
as your father you'll  
need to hear.



You're going to  
find that there  
are people in this  
world-- people who  
you are going to  
look at and say:  
why is this person  
like this?

Why did this  
person do that  
to themselves?

Oh,  
God...



And I swear to you,  
if you stare at them  
for fifty years...

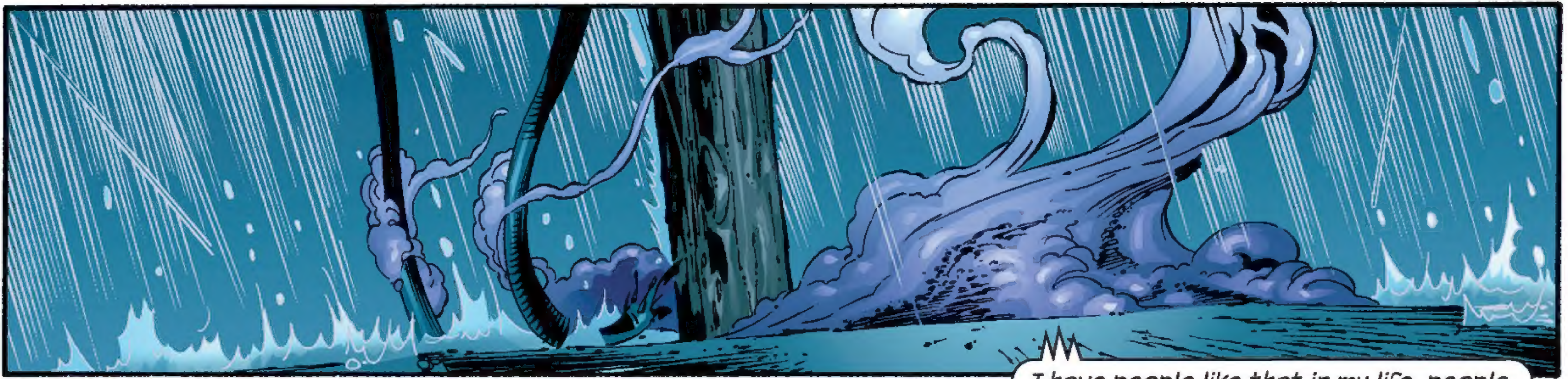
... you'll never  
understand why  
they are the way  
they are.

NKREAAAGH!









I have people like that in my life, people who just are their own worst enemy.



Eddie...

And instead of dealing with it-- coming to terms with it-- all they do is lash out at you.

Blame you for their own problems, for their own-- whatever.



Don't let them, Peter.

Don't let other people blame you for what they do to themselves.

H- hands in the air!! I mean it-- you mutant freak!



I feel that as your father-- that I have to warn you of the chaotic mess you are growing up into.

On the ground, NOW!

Call for backup, already!!



And it is, it's a mess.



People everywhere reacting without thinking.

Lashing out.

They don't even know why.





Everyone trying to be more than they are--

--which would be fine if they actually earned it, but more and more-- it isn't the case.

And that's what drives me nuts.

I find myself surrounded by people who will do or say anything just for the appearance that they are better than they are. More than they are.

Never for a second do they actually try to be better. They just want to appear better.

They want to be special without going through the trouble of actually earning it.

And if you have millions of people running around like this... well... then what do you have?

What kind of world is that?

I just see the future. I see the corporate greed swallowing medical advancements.

I see the grandstanding and I just-- ugh!!

Oh, listen to me go on like I know how the world works.

If I knew how the world worked I'd be in my lab with a cure for cancer instead of sitting here in front of a video camera whining.

I would have my project.

I can't help it.

It's been a rough year, Peter.

But I tell you, no matter how crappy things got with this whole mess, I found myself not really caring all that much.

Because, end of the day, bottom line, no matter how bad my day is--

--I get to come home and see you.

I get to watch you grow up.

So how bad can my day be.



Just knowing I get to watch you become the man I know you will grow up to be.

All this other stuff-- it just doesn't matter.

All that matters to me is you, Peter.

You and your mom.

And I can't wait to see how you turned out.





**SON OF ULTRAMAN**